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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 9037 (TT ELECTRONICS
OPTEK TECHNOLOGY AND TPG CREDIT OPPORTUNITIES FUND L.P.
AND TPG CREDIT OPPORTUNITIES INVESTORS L.P.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), TT Electronics OPTEK Technology ("TT Electronics"), TPG Credit Opportunities Fund L.P. ("TPGF") and TPG Credit Opportunities Investors L.P. ("TPGI") (TPGF and TPGI together referred to as "TPG," and TPG and TT Electronics together referred to as the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9037 (TT Electronics OPTEK Technology And TPG Credit Opportunities Fund L.P. and TPG Credit Opportunities Investors L.P.) (the "Joint Stipulation And Agreed Order") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 14, 2005, TT Electronics submitted a demand to the Debtors asserting a reclamation claim in the amount of \$417,596.12 (the "Reclamation Demand").

WHEREAS, TT Electronics was the beneficiary of agreements entered into with the Debtors dated April 25, 2006, and September 18, 2006 (collectively, the "Sole Source Supplier Agreements"), pursuant to which the Debtors assumed certain of their supply agreements with TT Electronics and agreed to make certain payments to TT Electronics, subject to the conditions set forth in the Sole Source Supplier Agreements, including their reservation of rights to assert certain claims against TT Electronics.

WHEREAS, on July 5, 2006, TT Electronics filed proof of claim number 9037 against DAS LLC, asserting an aggregate unsecured claim in the amount of \$1,676,212.31 ("Claim No. 9037"), arising from product manufactured for and delivered to DAS LLC consisting of a non-priority claim in the amount of \$1,654,378.44 and a priority claim in the amount of \$21,833.87 resulting from the reconciliation of the Reclamation Demand with the Debtors.

WHEREAS, on December 18, 2006, TT Electronics gave TPG an option with respect to a portion of Claim No. 9037 in the amount of \$920,461.40 (the "TPG Option"), and TPG has filed two Notices of Transfer (Docket Nos. 6391 and 6392).

WHEREAS, on August 24, 2007, the Debtors objected to Claim No. 9037 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate and Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected on Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 20, 2007, TT Electronics filed its Response and Objection of TT Electronics OPTEK Technology Corporation to Debtors' Twentieth Omnibus Claims Objection Regarding Claim No. 9037 (Docket No. 9449) (the "Response").

WHEREAS, the TPG Option has neither been exercised by TPG nor expired.

WHEREAS, on May 1, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to Claim No. 9037, DAS LLC and TT Electronics and TPG entered into a

settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim No. 9037 shall be allowed against DAS LLC as a general unsecured non-priority claim in the amount of \$272,409.26.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because Claim No. 9037 involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, TT Electronics, and TPG stipulate and agree as follows:

1. Claim No. 9037 shall be allowed in the amount of \$272,409.26 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC, and ownership of Claim No. 9037 shall be reflected on the books and records of the Debtors' Claims Agent solely in the name of TT Electronics; provided, however, that TT Electronics shall be entitled to amend Claim No. 9037 if the Debtors recover any payments made for the benefit of TT Electronics under the Sole Source Supplier Agreements, and the rights of the Debtors and other parties-in-interest to contest the same are reserved, and nothing in this Joint Stipulation And Agreed Order constitutes or should be construed to waive those or any other rights in the event of such an amendment to Claim No. 9037.

2. Without further order of the Court, DAS LLC is authorized to offset or reduce Claim 9037 for purposes of distribution to holders of allowed claims entitled to receive

distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which TT Electronics is a party.

3. Except to the extent set forth herein and the Settlement Agreement, the Response filed by TT Electronics shall be deemed withdrawn with prejudice and the Debtors' Twentieth Omnibus Claims Objection shall be deemed resolved.

4. Upon entry of this Stipulation by the Court, the Settlement Agreement shall become effective and enforceable against the parties thereto as if fully set forth herein; to the extent of any inconsistency between the terms of this Stipulation and the Settlement Agreement, the Settlement Agreement shall control.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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